



BYLAWS
OF
FRIENDS OF MORENO VALLEY SENIOR
CENTER, INC

A California Nonprofit Public Benefit Corporation

Amended February 2025

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ARTICLE 1 NAME

SECTION 1.1 CORPORATE NAME

The name of this corporation is Friends of Moreno Valley Senior Center, Inc. (the "Corporation").

ARTICLE 2 OFFICES

SECTION 2.1 PRINCIPAL OFFICE

The principal office for the transaction of the business of the Corporation is located at the Moreno Valley Senior Center, 25075 Fir Ave, Moreno Valley, California 92557.

SECTION 2.2 OTHER OFFICES

The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to transact business.

ARTICLE 3 PURPOSES

SECTION 3.1 GENERAL PURPOSE

The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California ("California Nonprofit Corporation Law") for ***charitable and public purposes***.

SECTION 3.2 SPECIFIC PURPOSE

The specific purpose of the Corporation shall include without limitation, be operated exclusively for charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code.

ARTICLE 4 LIMITATIONS

SECTION 4.1 POLITICAL ACTIVITIES

Corporation has been formed under California Nonprofit Corporation

SECTION 4.2 PROHIBITED ACTIVITIES

The Corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes. The Corporation may not carry on any activity for the profit of its Officers, Directors

or other persons or distribute any gains, profits or dividends to its Officers, the Corporation to engage in any activity not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE 5 DEDICATION OF ASSETS

SECTION 5.1 PROPERTY DEDICATED TO NONPROFIT PURPOSES

The property of the Corporation is irrevocably dedicated to **charitable purpose(s) stated in Articles of Incorporation**. No part of the net income or assets of the Corporation shall ever inure to the benefit of any of its Directors or Officers, or to the benefit of any private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes.

SECTION 5.2 DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for **charitable purposes stated in Articles of Incorporation** and which has established its tax-exempt status under Section 501(c)(3) of the Code.

ARTICLE 6 MEMBERSHIPS

SECTION 6.1 QUALIFICATIONS AND RIGHTS OF MEMBERSHIP

Anyone wishing to become a member of this corporation will be dedicated to its purposes in addition to Board approval of the membership application and timely payment of such dues and fees as set by the Board.

SECTION 6.2 VOTING RIGHTS

Members having voting rights shall have all the rights afforded members under the California Nonprofit Corporation Law. In addition, they may vote on the election of the Board Members, on the disposition of all assets of the Corporation, on the Dissolution of the Corporation, on any amendment to the Articles of Incorporation, and on the adoption, amendment or repeal of these By-Laws, except as otherwise specified in the California Nonprofit Corporation Law.

To be eligible for any Board position, **a person must be a member in good standing of Friends of Moreno Valley Senior Center, Inc. at least 30-days prior to the close of the election nominee submission deadline.**

Qualified voters for the election of Board Officers and Board Directors are members that have active membership status within our corporation at least 30-days **prior to** the close of the election nominee submission deadline.

Elected Officers and Directors are based on total votes per candidates.

Tally of the ballots are to be counted by members of Friends of Moreno Valley Senior Center, Inc. who are not on the ballot for an Officers' position.

SECTION 6.3 GOOD STANDING

Those members who have paid the required dues, fees and assessments in accordance with these By-Laws and who have not been suspended, shall be considered members in Good Standing.

SECTION 6.4 DUES, FEES AND ASSESSMENTS

Each member is required to pay all dues, fees and any assessments fixed by the Board annually, in the month of June. Membership will become void when membership dues have not been paid by July 15th. The dues, fees and assessments shall be equal to all members. If a member wants to become a lifetime member, he/she may pay their dues in installments within four (4) months.

ARTICLE 7 OFFICERS AND DIRECTORS

SECTION 7.1 NUMBER AND QUALIFICATIONS

SECTION 7.1.1: NUMBER

The number of authorized directors of the Corporation shall be (9). President, Vice President, Secretary and Treasurer; and 5 Directors will comprise "The Board".

SECTION 7.1.2: QUALIFICATIONS

Officers and Directors shall be active members in **good standing** of Friends of Moreno Valley Senior Center, Inc., a resident of Moreno Valley, CA **or** neighboring cities within 20-miles of our business headquarters address.

SECTION 7.2 CORPORATE POWERS EXERCISED BY "THE BOARD"

Subject to the provisions of the "Articles of Incorporation" of the Corporation, California Nonprofit Corporation Law and any other applicable laws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the "Board". The Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, provided that the ac-

tivities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

SECTION 7.3 TERMS; ELECTION OF SUCCESSORS

Officers and Directors shall be elected at each annual meeting of the Board for a 2-year term. Each Officer and Director, including an Officer or Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these By-laws and California Nonprofit Corporation Law. By resolution, the Board may arrange for terms to be staggered. Officers may be elected to no more than (2) consecutive terms in the same position **with one exception. If the Officer has successfully served two (2) consecutive terms in the same position AND there are no nominees for the position AND no one runs from the floor, Officers can be re-elected for only one (1) additional term of two (2) years. There are no limitations to the number of terms which Directors can be re-elected as long as there are no additional nominees or no one chooses to run from the floor.**

Following the term years, Officers and/or Directors are eligible to run for any seat on the Board outside of the seat they previously held.

SECTION 7.4 VACANCIES

SECTION 7.4.1 EVENTS CAUSING VACANCY

A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any Officer or Director; (ii) whenever the number of authorized Directors is increased; or (iii) the failure of the Board, at any meeting at which any Director or Directors are to be elected, to elect the full authorized number of Directors.

SECTION 7.4.2 REMOVAL

The Board may by resolution declare vacant the office of an Officer or Director who has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law. The Board may, by resolution, declare vacant the office of an Officer or Director who fails to attend three unexcused, consecutive Board meetings during any annual year.

SECTION 7.4.3 NO REMOVAL ON REDUCTION OF NUMBER OF "THE BOARD"

No reduction of the authorized number of the Board shall have the affect of removing any Board member before that member's term of office expires unless the reduction also provides for the removal of that specified Board Member in accordance with these By-Laws and California Nonprofit Corporation Law.

SECTION 7.4.4 RESIGNATIONS

Board Members may resign by giving written notice to the President, the Secretary, or the Board. Such a written resignation will be effective on the later of (i) the date it is delivered or (ii) the time specified in the written notice that the resignation is to become effective.

SECTION 7.4.5 ELECTION TO FILL VACANCIES

If there is a vacancy on the Board, including a vacancy created by the removal of a Board Member the Board may fill such vacancy by electing an additional Board Member as soon as practicable after the vacancy occurs. If the number of Board Member then in office is less than a quorum, additional Board Members may be elected to fill such vacancies by (i) the unanimous written consent of the Board Members then in office, (ii) the affirmative vote of a majority of the Board Members in office at a meeting held according to notice or waivers complying with section 5211 of the California Nonprofit Corporation Law, or (iii) a sole remaining Board Member.

SECTION 7.5 REGULAR MEETINGS/ANNUAL MEETING

Each year, the Board shall hold at least one meeting, at a time and place fixed by the Board, for the purposes of election of Directors, appointment of Officers, review and approval of the corporate budget and transaction of other business. This meeting is the "annual meeting". The annual meeting shall be held the second Thursday in the month of October at 1:30 PM unless the Board determines that another date and/or time is more appropriate and has notified all members as to any change. Elections of directors and officers shall be held at this meeting. Other regular meetings of the Board may be held at such time and place as the Board may fix from time to time by resolution.

SECTION 7.6 SPECIAL MEETINGS

Special meetings of the Board for any purpose may be called at any time by the President, or the Vice President (if any), or the Secretary, or any two Directors.

SECTION 7.7**NOTICE OF MEETING****SECTION 7.7.1****MANNER OF GIVING**

Except when the time and place of a regular meeting is set by the Board by Personal delivery of oral or written notice;

First-class mail, postage paid; Telephone, including a voice messaging system or other system or other system or technology designed to record and communicate messages; or Facsimile, electronic mail ("e-mail") or other means of electronic transmission if the recipient has consented to accept notices in this manner. All such notices shall be given or sent to the Board Member's address, phone number, facsimile number or e-mail address as shown on the records of the Corporation. Any oral notice given personally or by telephone may be communicated directly to the Board Member or to a person who would reasonably be expected to promptly communicate such notice to the Director. Notice of regular meetings may be given in the form of a calendar or schedule that sets forth the date, time and place of more than one regular meeting.

SECTION 7.7.2**TIME REQUIREMENTS**

Notices sent by first-class mail shall be deposited into a United States mail box at least four days before the time set for the meeting. Notices given by personal delivery, telephone, voice messaging system or other system or technology designed to record and communicate messages, facsimile, e-mail or other electronic transmission shall be delivered at least 48 hours before the time set for the meeting.

SECTION 7.7.3**NOTICE CONTENTS**

The notice shall state the time and place for the meeting, except that if the meeting is scheduled to be held at the principal office of the Corporation, the notice shall be valid even if no place is specified. The notice need not specify the purpose of the meeting unless required to elsewhere in these Bylaws.

SECTION 7.8**PLACE OF BOARD MEETINGS**

Regular and special meetings of the Board may be held at any place within or outside the state that has been designated in the notice of the meeting, or, if not stated in the notice or, if there is no notice, designated by resolution of the Board. If the place of a regular or special meeting is not designated in the notice

or fixed by a resolution of the Board, it shall be held at the principal office of the Corporation.

SECTION 7.8.1 MEETINGS BY TELEPHONE OR SIMILAR COMMUNICATION EQUIPMENT

Any meeting may be held by conference telephone or other communications equipment permitted by California Nonprofit Corporation Law, as long as all Directors participating in the meeting can communicate with one another and all other requirements of California Nonprofit Corporation Law are satisfied. All such Directors shall be deemed to be present in person at such meeting.

SECTION 7.9 QUORUM AND ACTION OF THE BOARD

SECTION 7.9.1 QUORUM

A majority of Board Members then in office but no fewer than **five (5) Board Members of which (2) must be Officers, shall constitute a Quorum for the transaction of business, except to adjourn. This applies to both board and membership meetings.**

SECTION 7.9.2 MINIMUM VOTE REQUIREMENTS FOR VALID BOARD ACTION

Every act taken or decision made by a vote of the majority of the Board Members present at a meeting duly held at which a quorum is present is the act of the Board, unless a greater number is expressly required by California Nonprofit Corporation Law, the Articles of Incorporation or these Bylaws. A meeting at which a quorum is initially present may continue to transact, business, notwithstanding the withdrawal of Directors from the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting.

SECTION 7.9.3 WHEN A GREATER VOTE IS REQUIRED FOR VALID BOARD ACTION

The following actions shall require a vote by a majority of all Board Members then in office in order to be effective:

Approval of contracts or transactions in which a Board Member has a direct or indirect material financial interest provided that the vote of any interested Director(s) is not counted; Creation of, and appointment to, Committees (but not advisory committees) and Removal of a Board Member without cause.

SECTION 7.10 WAIVER OF NOTICE

The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present, and (ii) either before or after the meeting, each of the Directors who is not present at the meeting signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent does not need to specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Also, notice of a meeting is not required to be given to any Board Member who attends the meeting without protesting before or at its commencement about the lack of adequate notice. Board Members can protest the lack of notice only by presenting a written protest to the Secretary either in person, or by first-class mail. Email addressed to the Secretary at the principal office of the Corporation as contained on the records of the Corporation as of the date of the protest, or by facsimile addressed to the facsimile number of the Corporation as contained on the records of the Corporation as of the date of the protest.

A notification of absence by any Board member is considered excused.

SECTION 7.11 ADJOURNMENT

A majority of the Board Members present, whether or not constituting a quorum, may adjourn any meeting to another time and place. **If there is no quorum, no business is discussed other than to adjourn.**

SECTION 7.12 NOTICE OF ADJOURNMENT

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Board Members who were not present at the time of the adjournment.

SECTION 7.13 CONDUCT OF MEETINGS

Meetings of the Board shall be presided over by the President or, if the President is not at the meeting, the Vice President will preside. The Secretary shall act as secretary of all meetings of the Board, provided that, if the Secretary is absent, the presiding officer shall appoint **another Director or Officer** to act as secretary of the meeting. Meetings shall be governed by rules of procedure as may be determined by the Board from

time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles, or with any provisions of law applicable to the Corporation.

SECTION 7.14 ACTIONS WITHOUT MEETING

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to the action. Purposes in section 5233 of the California Nonprofit Corporation Law. Such written consent shall have the same force and effect as a unanimous vote of the Board taken at a meeting. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Written consent may be transmitted by first-class mail, messenger, courier, facsimile, e-mail or any other reasonable method satisfactory to the President.

SECTION 7.15 FEES AND COMPENSATION OF BOARD MEMBERS

The Corporation shall not pay any compensation to Directors for services rendered to the Corporation as Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the Board. Also, Board Members may not be compensated for rendering services to the Corporation in a capacity other than as Board Members, unless such compensation is reasonable; (a) any person currently being compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full or part-time Officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Board Member or, (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

As of the most recent revision of these by-laws, only the following Officers; President and Treasurer, and Secretary have been approved by the Board to receive a monthly stipend in order to conduct the required professional business of the Corporation. Stipend(s) must be reasonable and voted on by each newly elected incoming Board.

SECTION 7.16 NON-LIABILITY OF DIRECTORS

The Board Members shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

ARTICLE 8 OFFICERS

SECTION 8.1 OFFICERS

The officers of the Corporation ("Officers") shall be a President, Vice President, a Secretary and a Treasurer.

SECTION 8.2 ELECTIONS OF OFFICERS

The Officers, except those appointed in accordance with Section 7.3, shall be elected by the members at the annual meeting of the Corporation for a term of two years, and each shall serve at the discretion of the Board until his or her successor shall be elected, or his or her earlier resignation or removal. Officers may be elected for not more than 2 consecutive terms in the same position.

SECTION 8.3 REMOVALS OF OFFICERS

Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed, with cause, (i) by the Board, at any regular or special meeting of the Board, or at the annual meeting of the Corporation, or (ii) by an Officer on whom such power of removal may be conferred by the Board.

SECTION 8.4 RESIGNATIONS OF OFFICERS

Any Officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any of the Corporation under any contract to which the Officer is a party.

SECTION 8.5 VACANCIES IN OFFICES

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur and not on an annual basis. Such vacancy shall be filled temporarily by appointment by the President, and the appointee shall remain in office for 60 days, or until the next regular meeting of the Board, whichever comes first. Thereafter, the position can be filled only by action of the Board.

SECTION 8.6

RESPONSIBILITIES OF OFFICERS

SECTION 8.6.1

PRESIDENT

The president of the Corporation (the "President") shall preside at meetings of the Board and exercise and perform such other powers and duties as may from time to time be assigned to him/her by the Board or prescribed by these Bylaws. If no other person is designated as the chief executive, the President shall, in addition, be the chief executive and shall have the powers and duties.

SECTION 8.6.2

VICE PRESIDENT

The vice president of the Corporation (the "Vice President") shall, in the absence or disability of the President, perform all the duties of the President and, when so acting, have all the powers of and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as may be prescribed by the Board.

SECTION 8.6.3

SECRETARY

The secretary of the Corporation (the "Secretary") shall attend to the following:

SECTION 8.6.3.1 By-laws (Responsibilities)

The Secretary shall certify and keep or cause to be kept at the principal office of the Corporation the original or a copy of these By-laws as amended to date.

SECTION 8.6.3.2 MINUTE BOOK (Responsibilities)

The Secretary shall keep or cause to be kept a minute book.

SECTION 8.6.3.3 NOTICES (Responsibilities)

The Secretary shall give, or cause to be given, notice of all meetings of the Board in accordance with these Bylaws.

SECTION 8.6.3.4 CORPORATE RECORDS (Responsibilities)

Upon request, the Secretary shall exhibit or cause to be exhibited at all reasonable times to any Director, or to his or her agent or attorney, these Bylaws and the minute book.

SECTION 8.6.3.5 CORPORATE SEAL AND OTHER DUTIES

The Secretary shall keep or cause to be kept the seal of the Corporation, if any, in safe custody, and shall have such other powers and perform such other duties incident to the office of Secretary

as may be prescribed by the Board or these Bylaws. The Secretary can solicit the assistance of a qualified Board Member.

SECTION 8.6.4 TREASURER

The treasurer of the Corporation (the "Treasurer") shall attend to the following:

SECTION 8.6.4.1 BOOKS OF ACCOUNT

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

SECTION 8.6.4.2 FINANCIAL REPORTS

The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

SECTION 8.6.4.3 DEPOSIT AND DISBURSEMENT OF MONEY AND VALUABLES

The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board; shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board; shall render, or cause to be rendered to the President and Directors, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation; and shall have other powers and perform such other duties incident to the office of Treasurer as may be prescribed by the Board or these Bylaws. The Treasurer can solicit the assistance of a qualified Board Member as needed.

SECTION 8.6.5 ADDITIONAL OFFICERS

The Board may empower the President to appoint or remove such other Officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board from time to time may determine.

ARTICLE 9 TRANSACTIONS BETWEEN CORPORATION AND DIRECTORS OR OFFICERS

SECTION 9.1 TRANSACTIONS WITH DIRECTORS AND OFFICERS

SECTION 9.1.1 INTERESTED PARTY TRANSACTIONS

The Corporation shall not be a party to any transaction:

(a) in which one or more of its Directors or Officers has a material financial interest, or

(b) with any corporation, firm, association, or other entity in which one or more Directors or Officers has a material financial interest.

**SECTION 9.1.2 REQUIREMENTS TO AUTHORIZE INTERESTED PARTY
TRANSACTIONS**

The Corporation shall not be a party to any transaction:

the Corporation enters into the transaction for its own benefit; the transaction is fair and reasonable to the Corporation at the time the transaction is entered into; prior to consummating the transaction or any part thereof, the Board authorizes or approves the transaction in good faith, by a vote of a majority of Directors then in office (without counting the vote of the interested Directors), and with knowledge of the material facts concerning the transaction and the interested Director's or Officer's financial interest in the transaction; prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and the minutes of the Board meeting at which such action was taken reflect that the Board considered and made the findings.

SECTION 9.1.3 MATERIAL FINANCIAL INTEREST

A Director or Officer shall not be deemed to have a "material financial interest" in a transaction: that fixes the compensation of a Director as a Director or Officer; if the contract or transaction is part of a public or charitable program of the Corporation and it (1) is approved or authorized by the Corporation in good faith and without unjustified favoritism, and (2) results in a benefit to one or more Directors or their families only because they are in the class of persons intended to be benefited by the program; or where the interested Director has no actual knowledge of the

transaction and it does not exceed the lesser of one percent of the gross receipts of the corporation for the preceding year or \$100,000.

SECTION 9.2

LOANS TO DIRECTORS AND OFFICERS

The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer, unless approved by the Attorney General; except that, however, the Corporation may advance money to a Director or Officer for expenses reasonably anticipated to be incurred in the performance of duties of such Director or Officer, if in the absence of such advance, such Director or Officer would be entitled to be reimbursed for such expenses by the Corporation.

The limitation above does not apply if (i) the loan is necessary, in the judgment of the Board, to provide financing for the purchase of the principal residence of an Officer in order to secure the services of (or continued services of) the Officer and the loan is secured by real property located in California; or (ii) the loan is for the payment of premiums on a life insurance policy on the life of a Director or Officer and repayment to the Corporation of the amount paid by it is secured by the proceeds of the policy and its cash surrender value.

SECTION 9.3

INTERLOCKING DIRECTORATES

No contract or other transaction between the Corporation and any corporation, firm or association of which one or more Directors is either void or voidable because such Director(s) are present at the Board or Committee meeting that authorizes, approves or ratifies the contract or transaction, if (i) the material facts as to the transaction and as to such Director's other directorship are fully disclosed or known to the Board or Committee, and the Board or Committee authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common Director(s) (subject to the quorum provisions of 0); or if (ii) the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved or ratified.

ARTICLE 10 INDEMNIFICATIONS OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

SECTION 10.1

DEFINITIONS

SECTION 10.1.1

"AGENT"

means any person who is or was a Director, Officer, employee, or other agent of the Corporation, or is or was serving at the request

of the Corporation as a Director, Officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Director, Officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of the Corporation or of another enterprise at the request of the predecessor corporation;

SECTION 10.1.2 "PROCEEDING"

means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

SECTION 10.1.3 “EXPENSES”

includes, without limitation, all attorneys' fees, costs, and any other expenses reasonably incurred in the defense of any claims or proceedings against an Agent by reason of his or her position or relationship as Agent and all attorneys' fees, costs, and other expenses reasonably incurred in establishing a right to indemnification.

SECTION 10.2 APPLICABILITY OF INDEMNIFICATION PROVISIONS

SECTION 10.2.1 SUCCESSFUL DEFENSE BY AGENT

This applies to any proceeding other than an action “by or on behalf of the corporation”. Such proceedings that are not brought by or on behalf of the Corporation are referred as “Third Party proceedings.”

SECTION 10.2.2 SETTLEMENT OR UNSUCCESSFUL DEFENSE BY AGENT

If an Agent either settles any proceeding referred to in this, or any claim, issue, or matter therein, or sustains a judgment rendered against him, then the provisions shall determine whether the Agent is entitled to indemnification.

SECTION 10.3 ACTIONS BROUGHT BY PERSONS OTHER THAN THE CORPORATION

This applies to any proceeding other than an action “by or on behalf of the corporation”. Such proceedings that are not brought by or on behalf of the Corporation are referred to in this as “Third Party proceedings.”

SECTION 10.3.1

SCOPE OF INDEMNIFICATION IN THIRD PARTY PROCEEDINGS

Subject to the required findings to be made pursuant to the Corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any Third-Party proceeding, by reason of the fact that such person is or was an Agent, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

SECTION 10.3.2

REQUIRED STANDARD OF CONDUCT FOR INDEMNIFICATION IN THIRD PARTY PROCEEDINGS

Any indemnification granted to an Agent in above is conditioned on the following. The Board must determine that the Agent seeking reimbursement acted in good faith, in a manner he or she reasonably believed to be in the best interest of the Corporation, and, in the case of a criminal proceeding, he or she must have had no reasonable cause to believe that his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner he or she reasonably believed to be in the best interest of the Corporation or that he or she had reasonable cause to believe that his or her conduct was unlawful.

SECTION 10.4 ACTIONS BROUGHT BY OR ON BEHALF OF THE CORPORATION

This applies to any proceeding brought (i) by or in the right of the Corporation, or (ii) by an Officer, Director or person granted relator status by the Attorney General, or by the Attorney General, on the ground that the defendant Director was or is engaging in self-dealing within the meaning of section 5233 of the California Nonprofit Corporation Law, or (iii) by the Attorney General or person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust (any such proceeding is referred to in these Bylaws as a proceeding "by or on behalf of the Corporation").

SECTION 10.4.1

SCOPE OF INDEMNIFICATION IN PROCEEDING BY OR ON BEHALF OF THE CORPORATION

Subject to the required findings to be made pursuant to Section 10.3, and except as provided in Sections 10.3.1 and 10.3.2, the Corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding by or on behalf of the Corporation, by reason of the fact that such person is or was an Agent, for all expenses actually and reasonably incurred in connection with the defense or settlement of such action.

SECTION 10.4.2

REQUIRED STANDARD OF CONDUCT FOR INDEMNIFICATION IN PROCEEDING BY OR ON BE HALF OF THE CORPORATION

Any indemnification granted to an Agent is conditioned on the following. The Board must determine, in the manner provided that the Agent seeking reimbursement acted in good faith, in a manner he or she believed to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

SECTION 10.4.3

CLAIMS SETTLED OUT OF COURT

If any Agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the Corporation, with or without court approval, the Agent shall receive no indemnification for amounts paid pursuant to the terms of the settlement or other disposition. Also, in cases settled or otherwise disposed of without court approval, the Agent shall receive no indemnification for expenses reasonably incurred in defending against the proceeding, unless the proceeding is settled with the approval of the Attorney General.

SECTION 10.4.4

CLAIMS AND SUITS AWARDED AGAINST AGENT

If any Agent is adjudged to be liable to the Corporation in the performance of the Agent's duty to the Corporation, the Agent shall receive no indemnification for amounts paid pursuant to the judgment, and any indemnification of such Agent under Section for expenses actually and reasonably incurred in connection with the defense of that action shall be made only if both of the following conditions are met:

(a) The determination of good faith conduct required must be made in the manner provided for and

(b) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the Agent is fairly and reasonably entitled to indemnity for the expenses incurred. If the Agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

SECTION 10.5 DETERMINATION OF AGENTS'S GOOD FAITH CONDUCT

The indemnification granted to an Agent and is conditioned on the findings required by those Sections being made by:

- (a) the Board by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or
- (b) the court in which the proceeding is or was pending. Such determination may be made on application brought by the Corporation or the Agent or the attorney or other person rendering a defense to the Agent, whether or not the application by the Agent, attorney, or other person is opposed by the Corporation.

SECTION 10.6 LIMITATIONS

No indemnification or advance shall be made in any circumstances when it appears:

- (a) that the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, as amended, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) that the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

SECTION 10.7 ADVANCE EXPENSES

Expenses incurred in defending any proceeding may be advanced by the Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it is determined ultimately that the Agent is entitled to be indemnified as authorized.

SECTION 10.8 CONTRACTUAL RIGHTS OF NON-DIRECTORS AND NON-OFFICERS

Nothing contained in this Article 10 shall affect any right to indemnification to which persons other than Directors and Officers of the Corporation, or any of its subsidiaries, may be entitled by contract or otherwise.

SECTION 10.9 INSURANCE

The board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of the corporation and on behalf of the directors and officers as defined in these by-laws. The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Agent, as defined in this Article 10, against any liability asserted against or incurred by any Agent in such capacity or arising out of the Agent's status as such, whether or not the Corporation would have the power to indemnify the Agent

ARTICLE 11 CORPORATE RECORDS, REPORTS AND SEAL

SECTION 11.1 MINUTE BOOK

The Corporation shall keep a minute book in written form which shall contain a record of all actions by the Board or any committee including (i) the time, date and place of each meeting; (ii) whether a meeting is regular or special and, if special, how called; (iii) the manner of giving notice of each meeting and a copy thereof; (iv) the names of those present at each meeting of the Board or any Committee thereof; (v) the minutes of all meetings; (vi) any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; (vii) all written consents for action without a meeting; (viii) all protests concerning lack of notice; and (ix) formal dissents from Board actions.

SECTION 11.2 BOOKS AND RECORDS OF ACCOUNT

The Corporation shall keep adequate and correct books and records of account. "Correct books and records" includes, but is not necessarily limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.

SECTION 11.3 ARTICLES OF INCORPORATION AND BYLAWS

The Corporation shall keep at its principal office, the original or a copy of the Articles of Incorporation and Bylaws as amended to date.

**SECTION 11.4 MAINTENANCE AND INSPECTION OF FEDERAL TAX EXEMPTION
APPLICATION AND ANNUAL INFORMATION RETURNS**

The Corporation shall, at all times, keep at its principal office a copy of its federal tax exemption application and, for three years from their date of filing, its annual information returns. These documents shall be open to public inspection and copying to the extent required by the Code.

SECTION 11.5 ANNUAL REPORT: STATEMENT OF CERTAIN TRANSACTIONS

The Board shall cause an annual report to be sent to each Director within 120 days after the close of the Corporation's fiscal year containing the following information:

- (a) The assets and liabilities of the Corporation as of the end of the fiscal year;

- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for this fiscal year;
- (d) The expenses or disbursements of the Corporation for both general and restricted purposes during the fiscal year;
- (e) A statement of any transaction (i) to which the Corporation, its parent, or its subsidiary was a party, (ii) which involved more than \$50,000 or which was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (iii) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a financial interest):
 - (1) Any Director or Officer of the Corporation, its parent, or its subsidiary;
 - (2) Any holder of more than 10% of the voting power of the Corporation, its parent, or its subsidiary.

The statement shall include: (i) a brief description of the transaction; (ii) the names of interested persons involved; (iii) their relationship to the Corporation; (iv) the nature of their interest in the transaction, and; (v) when practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

- (f) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Director under Directors' Rights of Inspection

SECTION 11.6 DIRECTOR'S RIGHTS OF INSPECTION

Every Director shall have the absolute right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of the Corporation and each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

SECTION 11.7 CORPORATE SEAL

The corporate seal, if any, shall be in such form as may be approved from time to time by the Board. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

ARTICLE 12 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 12.1 EXECUTION OF INSTRUMENTS

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless it is authorized, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or at any amount.

SECTION 12.2 CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the President or Treasurer and countersigned by the Vice President or any Director(s).

SECTION 12.3 DEPOSITS

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

SECTION 12.4 GIFTS

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or device for the charitable or public purposes of the Corporation.

ARTICLE 13 CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions of California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the Corporation and a natural person. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

ARTICLE 14 AMENDMENTS

SECTION 14.1 AMENDMENT BY DIRECTORS

The Board may adopt, amend or repeal bylaws. Such power is subject to the following limitations:

Where any provision of these Bylaws requires a vote of a larger proportion of the Directors than otherwise is required by law, such provision may not be altered, amended or repealed except by the vote of such greater number.

No amendment may extend the term of a Director beyond that for which such Director was elected.

If bylaws are adopted, amended or repealed at a meeting of the Board, such action is authorized only at a duly called "and held meeting for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations, therefore, is given in accordance with these Bylaws, unless such notice is waived in accordance with these By-laws.

SECTION 14.2 PARLIAMENTARY AUTHORITY

UNLESS OTHERWISE REQUIRED BY THESE BYLAWS OR BY APPLICABLE LAW, ALL MEETINGS OF THE BOARD OF DIRECTORS AND OF THE MEMBERSHIP SHALL BE CONDUCTED IN ACCORDANCE WITH ROBERT'S RULE OF ORDER, NEWLY REVISED, LATEST EDITION.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected/appointed and acting Secretary of Friends of Moreno Valley Senior Center Inc., a California nonprofit public benefit corporation; that these Bylaws, consisting of 22 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on 2/20/2025, that these Bylaws have not been amended or modified since that date.

Executed on February 20, 2025, at the Moreno Valley Senior Center in Moreno Valley, California 92553.


Debbie Artis

SECRETARY, 02-21-2025
Date